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THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

September 21, 1995

Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, DC 20423

Attn: Ms. Janice M. Fort  
Room 2311

Re: Equipment Trust Agreement (Series CAN-3)  
Recordation No. 15373

Dear Ms. Fort:

Enclosed are the original and two certified copies of the First Supplemental Equipment Trust Agreement dated as of September 11, 1995, among Procor Limited, Union Tank Car Company and The Royal Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

/jff  
Enclosures

UTC4066

RECORDATION NO. 15373-A+B  
FILED 1425  
SEP 25 1995 - 3 40 PM  
INTERSTATE COMMERCE COMMISSION

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OFFICE OF THE  
SECRETARY  
SEP 25 3 36 PM '95  
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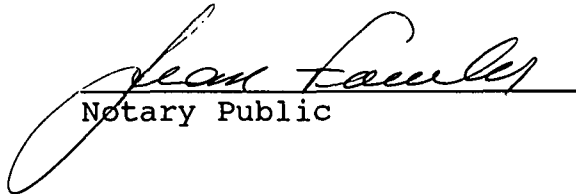
STATE OF ILLINOIS)  
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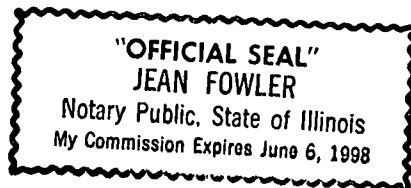
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CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the First Supplemental Trust Agreement dated as of September 11, 1995, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 21st day of September, 1995.

  
Notary Public



FIRST SUPPLEMENTAL TRUST AGREEMENT

Among  
PROCOR LIMITED,  
UNION TANK CAR COMPANY,  
and  
THE ROYAL TRUST COMPANY

(SERIES CAN-3)

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FILED 1925  
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THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of September 11, 1995, among Procor Limited, a corporation incorporated under the Canadian Business Corporations Act ("Company"), Union Tank Car Company, a corporation duly organized and existing under the laws of Delaware ("Union"), and The Royal Trust Company ("Trustee").

Recitals

A. Company and Union have heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of October 1, 1987, providing for the issue of Company's Equipment Certificates (Series CAN-3) in the aggregate principal amount of \$11,000,000 Cdn.

B. Company and Union desire to comply with Section 4.07 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company and Union hereby covenant and agree with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.


2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company and Union. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.


4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company, Union and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.


Attest:

  
\_\_\_\_\_  
Robert W. Webb  
Secretary


UNION TANK CAR COMPANY

By:   
\_\_\_\_\_  
R. C. Gluth  
Executive Vice President

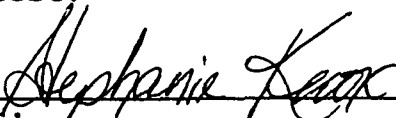
Attest:

  
\_\_\_\_\_  
Robert W. Webb  
Secretary

PROCOR LIMITED

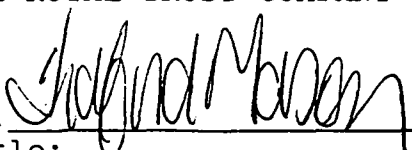
By:   
\_\_\_\_\_  
R. C. Gluth  
Vice President

Attest:

  
\_\_\_\_\_  
Its:

UTC2044A

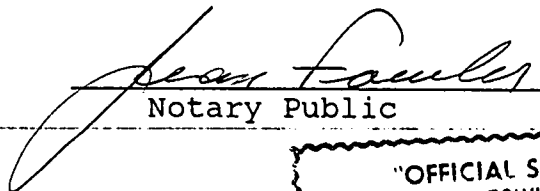
THE ROYAL TRUST COMPANY

By:   
\_\_\_\_\_  
Title: TEDFORD C. MASON  
AUTHORIZED SIGNATORY

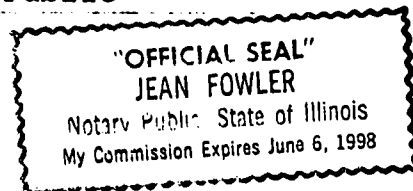
  
\_\_\_\_\_  
ELIZABETH EARLE  
AUTHORIZED SIGNATORY

STATE OF ILLINOIS )  
COUNTY OF COOK )

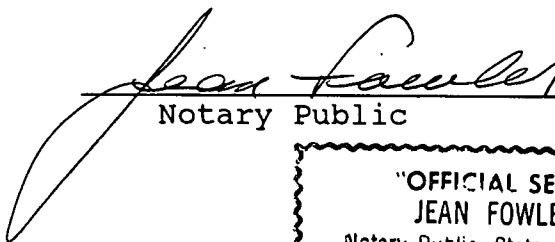
On September 11, 1995, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Procor Limited, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

  
Notary Public

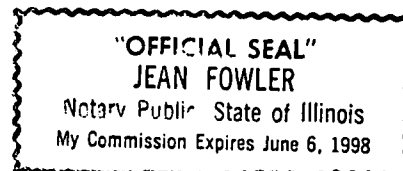
STATE OF ILLINOIS )  
COUNTY OF COOK )



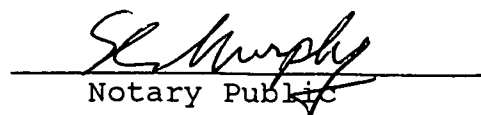
On September 11, 1995, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

  
Notary Public

CITY OF TORONTO )  
PROVINCE OF ONTARIO )



On this 10th day of September, 1995, before me personally came ~~Edward Norman Fitzgerald~~ Robert A. Fitzgerald, to me known, who, being by me duly sworn, did depose and say that ~~he~~ she is ~~Authorized Signatory~~ Authorized Signatory of The Royal Trust Company, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

  
Notary Public

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT  
RAIL CAR SUBSTITUTIONS (SCHEDULE A)  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: CAN III (P104)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
1	C214	5,820 CUFT.	UNPX 123345
<hr/>			
1 TOTAL			

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
SERIES P104 (CAN III)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	C711	CUFT.	UNPX 120586
<u>1</u>	TOTAL		